

ALVORD AND ALVORD  
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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

RECORDED

FILED

September 28, 1999

SEP 28 '99

2-30PM

*Jim Bartman*  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of September 28, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Corporation  
50 Kennedy Plaza  
Providence, Rhode Island 02903

Lessee: IES Utilities Inc.  
222 W. Washington Avenue  
Madison, Wisconsin 53703

A description of the railroad equipment covered by the enclosed document is:

one hundred and twenty (120) discharge coal cars bearing LNTX  
reporting marks and road numbers set forth in the Schedule A to the  
Lease Agreement

Mr. Vernon A. Williams  
September 28, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

**Fleet**  
**Capital Leasing**

50 Kennedy Plaza; 5th Floor  
Providence, Rhode Island 02903-2305

RECORDATION NO. 22429 FILED

SEP 28 '99

2-30PM

**FILED AND RECORDED WITH THE DEPARTMENT OF TRANSPORTATION**

on: \_\_\_\_\_

at: \_\_\_\_\_

and given Recordation No.: \_\_\_\_\_

**MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT** dated as of September 21, 1999 by and between Fleet Capital Corporation, a Rhode Island corporation ("Lessor") and IES Utilities Inc., an Iowa corporation ("Lessee"), as such agreement related to Lease Schedule No. 33097-00001 thereof (together, the "Lease").

**WITNESSETH:**

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, one hundred and twenty (120) New Trinity Rapid Discharge Coal Railcars bearing the Reporting Marks/Running Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: Sept. 28, 1999

Lessor:

**FLEET CAPITAL CORPORATION**

By: [Signature]

Name: **WILLIAM H. CLEMENT**

Title: **Vice President**

Lessee:

**IES UTILITIES INC.**

By: [Signature]

Name: EDWARD M. GLEASON

Title: Vice President



**SCHEDULE A  
EQUIPMENT DESCRIPTION**

Attached hereto and made part of the following documents: Memorandum of Lease

With: IES Utilities Inc.

Depreciable Life: 7 Years

Quantity	Description	Reporting Mark Nos.
120	Trinity Rapid Discharge Coal Cars	LNTX7121 LNTX7122 LNTX7123 LNTX7124 LNTX7125 LNTX7126 LNTX7127 LNTX7128 LNTX7129 LNTX7130 LNTX7131 LNTX7132 LNTX7133 LNTX7134 LNTX7135 LNTX7136 LNTX7137 LNTX7138 LNTX7139 LNTX7140 LNTX7141 LNTX7142 LNTX7143 LNTX7144 LNTX7145 LNTX7146 LNTX7147 LNTX7148 LNTX7149 LNTX7150 LNTX7151 LNTX7152 LNTX7153 LNTX7154 LNTX7155 LNTX7156 LNTX7157 LNTX7158 LNTX7159 LNTX7160 LNTX7161 LNTX7162 LNTX7163





**SCHEDULE A  
EQUIPMENT DESCRIPTION**

Attached hereto and made part of the following documents: Memorandum of Lease

With: IES Utilities Inc.  
Depreciable Life: 7 Years

Quantity	Description	Reporting Mark Nos.
		LNTX7164
		LNTX7165
		LNTX7166
		LNTX7167
		LNTX7168
		LNTX7169
		LNTX7170
		LNTX7171
		LNTX7172
		LNTX7173
		LNTX7174
		LNTX7175
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		LNTX7199
		LNTX7200
		LNTX7201
		LNTX7202
		LNTX7203
		LNTX7204
		LNTX7205
		LNTX7206





**SCHEDULE A  
EQUIPMENT DESCRIPTION**

Attached hereto and made part of the following documents: Memorandum of Lease

With: IES Utilities Inc.

Depreciable Life: 7 Years

Quantity	Description	Reporting Mark Nos.
		LNTX7207
		LNTX7208
		LNTX7209
		LNTX7210
		LNTX7211
		LNTX7212
		LNTX7213
		LNTX7214
		LNTX7215
		LNTX7216
		LNTX7217
		LNTX7218
		LNTX7219
		LNTX7220
		LNTX7221
		LNTX7222
		LNTX7223
		LNTX7224
		LNTX7225
		LNTX7226
		LNTX7227
		LNTX7228
		LNTX7229
		LNTX7230
		LNTX7231
		LNTX7232
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		LNTX7235
		LNTX7236
		LNTX7237
		LNTX7238
		LNTX7239
		LNTX7240

**WITH ALL STANDARD AND ACCESSORY EQUIPMENT**



STATE OF: Rhode Island

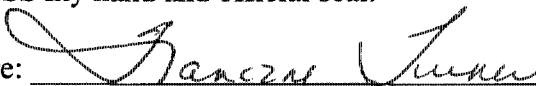
SS.

COUNTY OF: Providence

On September 27, 1999 before me, Franczine Turner, Administrative Assistant personally  
(Notary Name and Title)

appeared William H. Clement personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: 

(Notary Seal)



STATE OF: Wisconsin

SS.

COUNTY OF: Dane

On September 24, 1999 before me, F.J. Bui, Attorney  
(Notary Name and Title)

personally appeared Edward M. Gleason personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: F.J. Bui

(Notary Seal)